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Backed Securities Trusts*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

RESIDENTIAL CAPITAL, LLC, et al.,

Debtors.

)
) Case No. 12-12020 (MG)
)

)
) Chapter 11
)

)
) Jointly Administered
)
)

**JOINDER OF U.S. BANK NATIONAL ASSOCIATION, THE BANK OF NEW YORK
MELLON, THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A. AND
WELLS FARGO BANK, N.A. AS MASTER SERVICERS FOR RESIDENTIAL
MORTGAGE BACKED SECURITIES TRUSTS TO OBJECTION OF THE RMBS
TRUSTEES TO DEBTORS' MOTION FOR ORDER UNDER 11 U.S.C §§ 105(a),
365(a), AND 554(a), FED. R. BANKR. P. 6006 AND 9014, AND LOCAL
BANKRUPTCY RULE 6006-1 APPROVING PROCEDURES REGARDING THE
FUTURE REJECTION OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES
(DOCKET NO. 2412)**

U.S. Bank National Association (“**U.S. Bank**”), The Bank of New York Mellon and The Bank of New York Mellon Trust Company, N.A. (together, “**BNYM**”) and Wells Fargo Bank, N.A. (“**Wells Fargo**”), solely in their respective capacities as master servicer (in such capacities, the “**Master Servicers**”) for certain mortgaged backed securities trusts (the “**Trusts**”), hereby file their Joinder (the “**Joinder**”) to the *Objection of the RMBS Trustees to Debtors’ Motion Under 11 U.S.C §§ 105(a), 365(a) and 554(a), Fed. R. Bankr. P. 6006 and 9014, and Local Bankruptcy Rule 6006-1 Approving Procedures Regarding the Future Rejection of Executory Contracts and Unexpired Leases* (the “**Procedures Motion**”), dated December 14, 2012 (Docket No. 2412) (the “**RMBS Trustees Procedures Motion Objection**”). In support of its Joinder, the Master Servicers respectfully state as follows:

Background

1. U.S. Bank, BNYM and Wells Fargo solely in their respective capacities as trustees or indenture trustees for certain mortgaged backed securities trusts, together with Deutsche Bank National Trust Company and Deutsche Bank Trust Company Americas solely in their capacities as trustees of certain mortgage backed securities trusts (collectively, the “**RMBS Trustees**”), jointly filed the RMBS Trustees Procedures Motion Objection asserting objections to the Procedures Motion (Docket No. 2326).

2. By this Joinder, U.S. Bank, BNYM and Wells Fargo, solely as Master Servicers, join in the RMBS Trustees Procedures Motion Objection to the extent that the objections set forth therein are applicable to the Master Servicers.

Joinder in the RMBS Trustees Procedures Motion Objection

3. So as to preserve all of its rights in connection with the Debtors’ Procedures Motion, the Master Servicer adopts and incorporates herein by reference the

objections set forth in the RMBS Trustees Procedures Motion Objection, but only to the extent such objections are applicable to the Master Servicers. Each Master Servicer reserve the right to amend, supplement, alter or modify this Joinder.

WHEREFORE, for the reasons set forth herein, the Master Servicers respectfully request that this Court deny the Procedures Motion to the extent set forth in the RMBS Trustees

Procedures Motion Objection and grant such other and further relief as the Court deems appropriate.

Dated: New York, New York
December 14, 2012

Respectfully submitted,

SEWARD & KISSEL LLP

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